

EXHIBIT D



CARLSON ENVIRONMENTAL CONSULTANTS, PC

LANDFILL GAS AND SOLID WASTE SPECIALISTS

Carlson Environmental Consultants

Employee Handbook

MARCH 1, 2019

ABOUT THIS HANDBOOK / DISCLAIMER

We prepared this handbook to assist you in finding the answers to many questions that you may have regarding your employment with Carlson Environmental Consultants. Please take the necessary time to read it. Do not throw this away. It may not offer insights into the meaning of life, but it sure will help you understand how CEC operates and how to get a paycheck which are pretty important.

We do not expect this handbook to answer all of your questions. Your Supervisor and Human Resources Department also will be a major source of information.

Neither this handbook nor any other verbal or written communication by a management representative, is, nor should it be considered to be, an agreement, contract of employment, express or implied, or a promise of treatment in any particular manner in any given situation. Carlson Environmental Consultants adheres to the policy of employment at will, which permits CEC or the employee to terminate the employment relationship at any time, for any reason, with or without cause or notice.

Any modification of at-will status and/or provision of any special arrangement concerning terms or conditions of employment in an individual case or generally is only valid if contained in writing and signed by the President or Executive Vice President of the Company.

Many matters covered by this handbook, such as benefit plan descriptions, are also described in separate Company documents. These Company documents are always controlling over any statement made in this handbook or by any member of management.

This handbook states only general Company guidelines. CEC may, at any time, in its sole discretion, modify or vary from anything stated in this handbook, with or without notice, except for the rights of the parties to terminate employment at will, which may only be modified by an express written agreement signed by the employee and the President or Executive Vice President.

This handbook supersedes all prior handbooks. So you can throw those away or recycle them if you want to be green, but we are in the trash business so please keep our clients in business.



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Section 5 - General Standards of Conduct

5-1. Workplace Conduct

Carlson Environmental Consultants endeavors to maintain a positive work environment. Each employee plays a role in fostering this environment. Accordingly, we all must abide by certain rules of conduct, based on honesty, common sense and fair play.

Because everyone may not have the same idea about proper workplace conduct, it is helpful to adopt and enforce rules all can follow. Unacceptable conduct may subject the offender to disciplinary action, up to and including discharge, in CEC's sole discretion. The following are examples of some, but not all, conduct which can be considered unacceptable:

1. Obtaining employment on the basis of false or misleading information.
2. Stealing, removing or defacing Carlson Environmental Consultants property or a co-worker's property, and/or disclosure of confidential information.
3. Completing another employee's time records in order to falsify or mislead CEC.
4. Violation of safety rules and policies.
5. Violation of Carlson Environmental Consultants' Drug and Alcohol-Free Workplace Policy.
6. Fighting, threatening or disrupting the work of others or other violations of Carlson Environmental Consultants' Workplace Violence Policy.
7. Failure to follow lawful instructions of a supervisor.
8. Failure to perform assigned job duties.
9. Violation of the Punctuality and Attendance Policy, including but not limited to irregular attendance, habitual lateness or unexcused absences.
10. Gambling on Company property.
11. Willful or careless destruction or damage to Company assets or to the equipment or possessions of another employee.
12. Wasting work materials.
13. Performing work of a personal nature during working time.



14. Violation of the Solicitation and Distribution Policy.
15. Violation of Carlson Environmental Consultants' Harassment or Equal Employment Opportunity Policies.
16. Violation of the Communication and Computer Systems Policy.
17. Unsatisfactory job performance.
18. Unauthorized use of Company funds, Company credit cards, personal use of company equipment, etc.
19. Any other violation of Company policy.

Obviously, not every type of misconduct can be listed. Note that all employees are employed at-will, and Carlson Environmental Consultants reserves the right to impose whatever discipline it chooses, or none at all, in a particular instance. CEC will deal with each situation individually and nothing in this handbook should be construed as a promise of specific treatment in a given situation. However, Carlson Environmental Consultants will endeavor to utilize progressive discipline but reserves the right in its sole discretion to terminate an employee at any time for any reason.

The observance of these rules will help to ensure that our workplace remains a safe and desirable place to work.

5-2. Punctuality and Attendance

You were hired to perform an important function at Carlson Environmental Consultants. As with any group effort, operating effectively takes cooperation and commitment from everyone. Therefore, your attendance and punctuality are very important. Unnecessary absences and lateness are expensive, disruptive and place an unfair burden on your fellow employees and your Supervisors. We expect excellent attendance from each of you. Excessive absenteeism or tardiness will result in disciplinary action up to and including discharge.

If you show up for work late or not in the proper condition to perform work (i.e., hung over or smelling of alcohol) you may be sent home or back to your hotel and not paid for that day and your per diem will be withheld. Typically, CEC provides three (3) chances for tardy attendance before possible termination; however, this leniency policy is completely up to the supervisor and CEC management.

We do recognize, however, that there are times when absences and tardiness cannot be avoided. In such cases, you are expected to notify your Supervisor as early as possible, but no later than the start of your work day. Asking another employee,



friend or relative to give this notice is improper and constitutes grounds for disciplinary action. Please call, stating the nature of your absence or tardiness and its expected duration, every day that you are absent or tardy.

Unreported absences of three consecutive work days generally will be considered a voluntary resignation of your employment with CEC. If you opt to not show up for work and you are at a CEC job site, you may also be involuntarily removed from your CEC hotel room and/or have the hotel costs deducted from your paycheck.

5-3. Use of Communication and Computer Systems

Carlson Environmental Consultants' communication and computer systems are intended for business purposes and may be used only during working time; however, limited personal usage is permitted if it does not hinder performance of job duties or violate any other Company policy. This includes the voice mail, e-mail and Internet systems. Users have no legitimate expectation of privacy in regard to their use of the systems.

Carlson Environmental Consultants may access the voice mail and e-mail systems and obtain the communications within the systems, including past voice mail and e-mail messages, without notice to users of the system, in the ordinary course of business when CEC deems it appropriate to do so. The reasons for which CEC may obtain such access include, but are not limited to: maintaining the system; preventing or investigating allegations of system abuse or misuse; assuring compliance with software copyright laws; complying with legal and regulatory requests for information; and ensuring that Company operations continue appropriately during an employee's absence.

Further, Carlson Environmental Consultants may review Internet usage to ensure that such use with Company property, or communications sent via the Internet with Company property, are appropriate. The reasons for which CEC may review employees' use of the Internet with Company property include, but are not limited to: maintaining the system; preventing or investigating allegations of system abuse or misuse; assuring compliance with software copyright laws; complying with legal and regulatory requests for information; and ensuring that Company operations continue appropriately during an employee's absence.

CEC may store electronic communications for a period of time after the communication is created. From time to time, copies of communications may be deleted.

CEC's policies prohibiting harassment, in their entirety, apply to the use of Company's communication and computer systems. No one may use any communication or computer system in a manner that may be construed by others as harassing or offensive based on race, national origin, sex, sexual orientation, age,



disability, religious beliefs or any other characteristic protected by federal, state or local law.

Since CEC's communication and computer systems are intended for business use, these systems may not be used to solicit for religious or political causes or outside organizations.

Further, since CEC's communication and computer systems are intended for business use, all employees, upon request, must inform management of any private access codes or passwords. CEC must have your up-to-date CEC email and CEC computer usernames and passwords.

Unauthorized duplication of copyrighted computer software violates the law and is strictly prohibited.

No employee may access, or attempt to obtain access to, another employee's computer system without appropriate authorization.

Violators of this policy may be subject to disciplinary action, up to and including discharge.

5-4. Use of Social Media

Carlson Environmental Consultants respects the right of any employee to maintain a blog or web page or to participate in a social networking, Twitter or similar site, including but not limited to Facebook and LinkedIn. However, to protect Company interests and ensure employees focus on their job duties, employees must adhere to the following rules:

Employees may not post on a blog or web page or participate on a social networking, Twitter or similar site during working time or at any time with Company equipment or property.

All rules regarding confidential and proprietary business information apply in full to blogs, web pages, social networking, Twitter and similar sites. Any information that cannot be disclosed through a conversation, a note or an e-mail also cannot be disclosed in a blog, web page, social networking, Twitter or similar site. CEC employees cannot take any photos of client work sites or CEC projects and post this information on social media or any other online platform. This information is confidential and not the property of the employee.

Whether an employee is posting something on his or her own blog, web page, social networking, Twitter or similar site or on someone else's, if the employee mentions CEC and also expresses either a political opinion or an opinion regarding CEC's actions, the poster must include a disclaimer. The poster should specifically state



that the opinion expressed is his/her personal opinion and not CEC's position. This is necessary to preserve CEC's good will in the marketplace.

Any conduct that is impermissible under the law if expressed in any other form or forum is impermissible if expressed through a blog, web page, social networking, Twitter or similar site. For example, posted material that is discriminatory, obscene, defamatory, libelous or threatening is forbidden. Company policies apply equally to employee social media usage.

Carlson Environmental Consultants encourages all employees to keep in mind the speed and manner in which information posted on a blog, web page, and/or social networking site is received and often misunderstood by readers. Employees must use their best judgment. Posting negative items concerning CEC or its clients can result in termination. Employees with any questions should review the guidelines above and/or consult with their Manager. Failure to follow these guidelines may result in discipline, up to and including termination.

5-5. Personal and Company-Provided Portable Communication Devices

Company-provided portable communication devices (PCDs), including cell phones and personal digital assistants, should be used primarily for business purposes. Employees have no reasonable expectation of privacy in regard to the use of such devices, and all use is subject to monitoring, to the maximum extent permitted by applicable law. This includes as permitted the right to monitor personal communications as necessary.

Some employees may be authorized to use their own PCD for business purposes. CEC may pay a monthly fee to the employee for this use. Any payment made to the employee is expected to cover all costs associated with the use of the cell phone, including but not limited to any voice, data, or text minutes and any potential damage. CEC will not be responsible for replacement of employee owned cell phones should they become lost or damaged on the job.

Employees utilizing CEC-owned equipment are responsible for maintaining the equipment in good working order. At CEC's option, the replacement cost of any lost or damaged PCD's, internet devices, computers, etc may be deducted from an employee's paycheck.

These employees should work with the IT department to configure their PCD for business use. Communications sent via a personal PCD also may subject to monitoring if sent through CEC's networks and the PCD must be provided for inspection and review upon request.

All conversations, text messages and e-mails must be professional. When sending a text message or using a PCD for business purposes, whether it is a Company-



provided or personal device, employees must comply with applicable Company guidelines, including policies on sexual harassment, discrimination, conduct, confidentiality, equipment use and operation of vehicles. Using a Company-issued PCD to send or receive personal text messages is prohibited at all times and personal use during working hours should be limited to emergency situations.

If an employee who uses a personal PCD for business resigns or is terminated, the employee will be required to submit the device to the IT department for resetting on or before his or her last day of work. At that time, the IT department will reset and remove all information from the device, including but not limited to, Company information and personal data (such as contacts, e-mails and photographs). The IT department will make efforts to provide employees with the personal data in another form (e.g., on a disk) to the extent practical; however, the employee may lose some or all personal data saved on the device.

Employees may not use their personal PCD for business unless they agree to submit the device to the IT department on or before their last day of work for resetting and removal of Company information. This is the only way currently possible to ensure that all Company information is removed from the device at the time of termination. The removal of Company information is crucial to ensure compliance with CEC's confidentiality and proprietary information policies and objectives.

Please note that whether employees use their personal PCD or a Company-issued device, CEC's electronic communications policies, including but not limited to, proper use of communications and computer systems, remain in effect.

Portable Communication Device Use While Driving

Employees who drive on Company business must abide by all state or local laws prohibiting or limiting PCD (cell phone or personal digital assistant) use while driving. Further, even if usage is permitted, employees must refrain from using any PCD while driving. "Use" includes, but is not limited to, talking or listening to another person or sending an electronic email or text message via the PCD.

Regardless of the circumstances, including slow or stopped traffic, employees should proceed to a safe location off the road and safely stop the vehicle before placing or accepting a call. If acceptance of a call is absolutely necessary while the employee is driving, and permitted by law, the employee must use a hands-free option and advise the caller that he/she is unable to speak at that time and will return the call shortly.

Under no circumstances should employees feel that they need to place themselves at risk to fulfill business needs.

Since this policy does not require any employee to use a cell phone while driving, employees who are charged with traffic violations resulting from the use of their



Environmental Consultants. Solicitation of any kind by non-employees on Company premises is prohibited at all times.

Distribution of advertising material, handbills, printed or written literature of any kind in working areas of Company is prohibited at all times. Distribution of literature by non-employees on Company premises is prohibited at all times.

5-10. Confidential Company Information

During the course of work, an employee may become aware of confidential information about Carlson Environmental Consultants' business, including but not limited to information regarding Company finances, pricing, products and new product development, software and computer programs, marketing strategies, suppliers, customers and potential customers. An employee also may become aware of similar confidential information belonging to CEC's clients. It is extremely important that all such information remain confidential, and particularly not be disclosed to our competitors. Any employee who improperly copies, removes (whether physically or electronically), uses or discloses confidential information to anyone outside of CEC may be subject to disciplinary action up to and including termination. Employees may be required to sign an agreement reiterating these obligations.

5-11. Conflict of Interest and Business Ethics

It is Carlson Environmental Consultants' policy that all employees avoid any conflict between their personal interests and those of CEC. The purpose of this policy is to ensure that CEC's honesty and integrity, and therefore its reputation, are not compromised. The fundamental principle guiding this policy is that no employee should have, or appear to have, personal interests or relationships that actually or potentially conflict with the best interests of CEC.

It is not possible to give an exhaustive list of situations that might involve violations of this policy. However, the situations that would constitute a conflict in most cases include but are not limited to:

1. Holding an interest in or accepting free or discounted goods from any organization that does, or is seeking to do, business with CEC, by any employee who is in a position to directly or indirectly influence either CEC's decision to do business, or the terms upon which business would be done with such organization.
2. Holding any interest in an organization that competes with CEC, unless you were previously employed by the organization and you hold restricted stock or other interest that has been disclosed to CEC.



3. Being employed by (including as a consultant) or serving on the board of any organization which does, or is seeking to do, business with CEC or which competes with CEC.
4. Profiting personally, e.g., through commissions, loans, expense reimbursements or other payments, from any organization seeking to do business with CEC.
5. Any moonlighting – working a second job for a CEC client or CEC vendor or supplier outside of your employment with CEC.

A conflict of interest would also exist when a member of an employee's immediate family is involved in situations such as those above.

This policy is not intended to prohibit the acceptance of modest courtesies, openly given and accepted as part of the usual business amenities, for example, occasional business-related meals or promotional items of nominal or minor value.

It is your responsibility to report any actual or potential conflict that may exist between you (and your immediate family) and CEC.

5-12. Use of Facilities, Equipment and Property, Including Intellectual Property

Equipment essential in accomplishing job duties is often expensive and may be difficult to replace. When using property, employees are expected to exercise care, perform required maintenance, and follow all operating instructions, safety standards and guidelines.

Please notify your Supervisor if any equipment, machines, or tools appear to be damaged, defective, or in need of repair. Prompt reporting of loss, damages, defects, and the need for repairs could prevent deterioration of equipment and possible injury to employees or others. The Supervisor can answer any questions about an employee's responsibility for maintenance and care of equipment used on the job.

Employees also are prohibited from any unauthorized use of CEC's intellectual property, such as audio and video tapes, print materials and software.

Improper, careless, negligent, destructive, or unsafe use or operation of equipment can result in discipline, up to and including discharge. CEC reserves the right to require employees to reimburse CEC via payroll deductions for lost or damaged CEC equipment or equipment that requires cleaning. This includes damage (or cleaning) to vehicles, construction equipment, O&M equipment, safety equipment, and office equipment and includes the careless and/or negligent security of CEC equipment, laptops, gas meters, etc. that are left in vehicles overnight or left in unlocked vehicles.



Further, CEC is not responsible for any damage or loss to employees' personal belongings. For this reason, CEC recommends that employees do not bring personal items to work or to the job site. CEC's insurance does not cover the loss of these items. For example, stolen personal items from a company truck broken into would not be reimbursed by CEC. Further, personal tools or equipment used on a job site and lost or damaged would not be reimbursed by CEC.

5-13. Health and Safety

The health and safety of employees and others on Company property are of critical concern to Carlson Environmental Consultants. CEC intends to comply with all health and safety laws applicable to our business. To this end, we must rely upon employees to follow all CEC and site-specific H&S requirements and to ensure that work areas are kept safe and free of hazardous conditions. Employees are required to be conscientious about workplace safety, including proper operating methods, and recognize dangerous conditions or hazards. Any unsafe conditions or potential hazards should be reported to management immediately, even if the problem appears to be corrected. Any suspicion of a concealed danger present on CEC's premises, or in a product, facility, piece of equipment, process or business practice for which CEC is responsible should be brought to the attention of management immediately.

Periodically, CEC may issue rules and guidelines governing workplace safety and health. CEC may also issue rules and guidelines regarding the handling and disposal of hazardous substances and waste. All employees should familiarize themselves with these rules and guidelines, as strict compliance will be expected. Employees are required to participate in all safety meetings, teleconferences, and safety training. Employees are required to complete safety logs and other documentation and to return these items to CEC's main office on a monthly basis (at a minimum).

Any workplace injury, accident, or illness must be reported to the employee's Supervisor as soon as possible, regardless of the severity of the injury or accident.

CEC employees may be issued personal protective equipment (PPE) for their use on the job. This equipment may include combustible gas meters, hard hats, safety vest, supplied air systems, etc. All equipment must be kept in good condition and in good working order. Employees are to promptly notify their supervisor if any equipment is not working or needs replacement. Replacement for any lost or damaged PPE may be deducted from the employee's paychecks.

Please refer to CEC's Health and Safety Manual for additional information.

